

DOCKET NO. 92-517-C - ORDER NO. 92-1043

ORDER APPROVING
MERGER AND TRANSFER
OF CERTIFICATE

This Application was filed pursuant to S.C. CODE ANN. §58-9-310 (1976, as amended).

pleadings. The Company was likewise required to notify directly

all customers affected by the proposed rates and charges. No Petitions to Intervene or Protests were filed.

The verified testimony of Gary Wang was filed with the Commission. Wang is employed by both Ascom Autelca Communications, Ltd. and Ascom Communications, Inc. as Director of Regulatory Affairs and Assistant Secretary. On Motion of the Company, Wang's testimony shall be accepted into the record of the case and shall constitute the hearing on this matter as required under S.C. CODE ANN., §58-9-310 (1976, as amended).

Wang testified that both Ascom Autelca Communications, Ltd. and Ascom Communications, Inc. are wholly owned subsidiaries of Ascom Holding, Inc., a Delaware Corporation which is, in turn, a wholly owned subsidiary of Ascom Holding AG, a Swiss telecommunications and technology company. ACI has been certified by this Commission as a reseller of interexchange telecommunications services. This certification was originally granted by Order No. 89-725 in Docket No. 89-46-C, under the name of Century Network, Inc. A name change to Ascom Autelca was approved on November 14, 1991. Subsequently, Ascom Autelca filed an Application for approval of a tariff permitting it to provide Alternate Operator Services. This new tariff was approved by Order No. 92-547, issued July 13, 1992 in Docket No. 92-047-C. ACI is currently the owner of pay telephone equipment and installs, operates, maintains, repairs and services such equipment in 31 states, including South Carolina and the District of Columbia. Ascom Communications has been approved as a COCOT provider by this

Commission and issued Certificate No. 92-667. Wang comes before this Commission requesting that this Commission approve the merger of AACL with and into ACI. Wang further requests that the Commission approve the transfer of the Certificate of Public Convenience and Necessity issued to AACL under Order No. 89-725 (inclusive of Orders 90-372 and 91-1024) from AACL to ACI. Upon the effective date of the merger, ACI will be surviving corporation. Wang testified that the business reorganization described will have no effect on the operations of the Company in South Carolina. Wang states that the directors, officers and key management personnel of both companies are identical and that these people would remain in place after the merger.

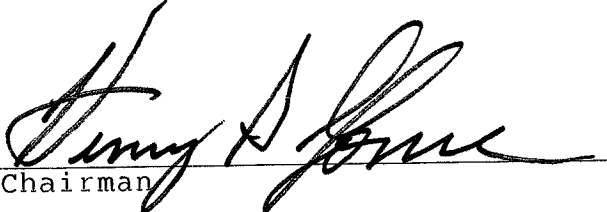
The expected merger date will take place sometime during the first quarter of 1993. Wang testified that the approval of the Application will permit the merger of the activities of Ascom Autelca with those of Ascom Communications and will permit a more efficient operation of the business of those companies. Wang testified that this should make Ascom better able to serve the needs of the people of South Carolina and that there will be no other changes in services as the Companies are currently sister corporations.

After consideration of the record as a whole and the testimony of Gary Wang, this Commission believes that the relief sought in the Application should be granted.

IT IS THEREFORE ORDERED THAT:

1. The merger of Ascom Communications, Inc. and Ascom Autelca Communications, Ltd. is hereby approved.
2. That the transfer of the Certificate of Public Convenience and Necessity issued to Ascom Autelca Communications, Ltd. to Ascom Communications, Inc. is hereby approved.
3. That this Order shall remain in full force and effect until further Order of the Commission.

BY ORDER OF THE COMMISSION:


Chairman

ATTEST:


Deputy Executive Director

(SEAL)